



# NOTICE OF GENERAL MEETING & EXPLANATORY STATEMENT

**Time and Date of Meeting:** 3:00 pm (Perth time)  
on Wednesday, 18 August 2021

**Place of Meeting:** Strike Resources Limited  
Level 2  
31 Ventnor Avenue  
West Perth, Western Australia

## IMPORTANT NOTICE

It is recommended that shareholders read this Notice of General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the General Meeting will vote open proxies received in favour of Resolution 1 (Approval to Issue 60 Million New Shares) considered at the General Meeting.

The Chairman of the General Meeting will call a Poll on voting on Resolution 1.

This Notice of General Meeting and Explanatory Statement is dated 16 July 2021.



ASX Code: SRK

**STRIKE RESOURCES LIMITED**  
A.B.N. 94 088 488 724

**PRINCIPAL & REGISTERED OFFICE:**

Level 2  
31 Ventnor Avenue  
West Perth, Western Australia 6005

**T** | (08) 9214 9700  
**F** | (08) 9214 9701  
**E** | [info@strikeresources.com.au](mailto:info@strikeresources.com.au)  
**W** | [www.strikeresources.com.au](http://www.strikeresources.com.au)

**SHARE REGISTRY:**

Advanced Share Registry Limited  
**Western Australia – Main Office**  
110 Stirling Highway  
Nedlands, Western Australia 6009  
PO Box 1156, Nedlands  
Western Australia 6909  
**Local T** | 1300 113 258  
**T** | (08) 9389 8033  
**F** | (08) 6370 4203  
**E** | [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

**New South Wales – Branch Office**  
Suite 8H, 325 Pitt Street  
Sydney, New South Wales 2000  
PO Box Q1736  
Queen Victoria Building NSW 1230

**T** | (02) 8096 3502

**W** | [www.advancedshare.com.au](http://www.advancedshare.com.au)

# NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of Strike Resources Limited A.B.N. 94 088 488 724 (ASX:SRK) (**Strike** or **SRK** or **Company**) will be held at Strike Resources Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia, at 3:00 pm (Perth time) on Wednesday, 18 August 2021.

## AGENDA

### BUSINESS

#### 1. Resolution 1 – Approval to Issue 60 Million New Shares

To consider, and if thought fit, to pass the following as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve and authorise the Directors of the Company to issue up to 60,000,000 fully-paid, ordinary shares in the capital of the Company to raise capital, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), and any person associated with those persons. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary if the beneficiary has provided written confirmation to the holder that they are not excluded from voting and are not an associate of a person excluded from voting, and provided that the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in favour in that way.

**DATED THIS 16<sup>th</sup> DAY OF JULY 2021**

**BY ORDER OF THE BOARD,**



**VICTOR HO  
COMPANY SECRETARY**

# EXPLANATORY STATEMENT

- This Explanatory Statement is provided to Strike shareholders pursuant to and in satisfaction of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the Listing Rules of the Australian Securities Exchange (operated by ASX Limited) (**ASX**).
- This Explanatory Statement is intended to be read in conjunction with the Notice of General Meeting (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolution considered at this general meeting.

## 1. ORDINARY RESOLUTION 1 – APPROVAL TO ISSUE 60 MILLION NEW SHARES

Resolution 1 seeks prior shareholder approval for the Company to issue up to 60 million fully paid ordinary shares for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue or agree to issue equity securities in any 12 month period which exceed 15% of the number of fully paid ordinary securities of the company on issue at the beginning of the 12 month period (**15% Placement Capacity**), except with the prior approval of shareholders.

The effect of Resolution 1 (if passed) will be to allow the Directors the flexibility and timeliness to issue up to 60 million shares during the 3 month period after this General Meeting, without using up the Company's 15% Placement Capacity or without seeking prior shareholder approval.

An issue of 60,000,000 shares will represent approximately 22.22% of the Company's current total issued share capital of 270,000,000 shares.

For completeness, the Company notes that:

- The Company may issue new shares at any time (without prior shareholder approval under ASX Listing 7.1), within its 15% Placement Capacity.
- At the Company's Annual General Meeting (**AGM**) held on 4 December 2020<sup>1</sup>, shareholders also approved a '10% Placement Facility' pursuant to ASX Listing Rule 7.1A, which permits the issue of 'Equity Securities' (as defined under the ASX Listing Rules, which includes a share, a right to a share, an option over an issued or unissued security and a convertible security, within an existing class of quoted securities) representing up to 10% of the Company's issued share capital over a 12 month period after the AGM (**10% Placement Facility**).
- If shareholders do not approve Resolution 1, the Company can still proceed to issue new shares (without prior shareholder approval) but any such issue will need to be within its 15% Placement Capacity and 10% Placement Facility.

---

<sup>1</sup> Refer Strike's Notice of Annual General Meeting, Explanatory Statement and Proxy Form dated 20 October 2020 (and released on ASX on 4 November 2020) and Strike's ASX Announcement dated 4 December 2020: Results of 2020 Annual General Meeting

**Information Requirements under the ASX Listing Rules**

ASX Listing Rule 7.3 sets out a number of matters which must be included in a notice of meeting requesting shareholder approval under Listing Rule 7.1. In accordance with ASX Listing Rule 7.3, the following information is provided to shareholders to assist them to assess whether to approve Resolution 1:

**(1) The names of the persons to whom the Company will issue shares or the basis upon which those persons will be identified or selected**

The Company is not presently able to identify the persons to whom the Company will issue new shares. The Company proposes to issue new shares only to wholesale (ie. sophisticated or professional) investors and in circumstances where the Company is not required to issue a disclosure document, pursuant to section 708, section 761G and section 761GA of the Corporations Act.

The Company may enter into a mandate with an appropriate firm to assist in a proposed issue of new shares to these investors, in consideration for a fee (including a fee based on a percentage of funds raised).

The Company will not issue new shares to related parties (or their associates) as this will require further shareholder approval(s) under the Corporations Act and or ASX Listing Rules (as applicable).

**(2) The number and class of shares the Company will issue**

The Company proposes to issue up to a maximum of 60 million fully paid ordinary shares.

The Company will apply for quotation on ASX in respect of any new shares issued.

**(3) The date(s) on or by which the Company will issue the shares**

The Company is not presently able to identify the dates(s) on which the Company will issue new shares.

The Company may issue new shares only within a 3 month period after the date of the General Meeting, as prescribed in ASX Listing Rule 7.3.4.

**(4) The price the Company will receive for the shares**

The Company is not presently able to fix the issue price (or other consideration the Company will receive) in respect of the issue of new shares.

The Company proposes to issue new shares at a cash minimum price that is at least 80% of the volume weighted average market price (**VWAMP**) (as defined in the ASX Listing Rules) for the Company's shares over the 5 days on which sales in the shares were recorded (**Trading Days**) prior to the date agreement is reached in respect of the issue of the new shares (**Minimum Price**).

**(5) The purpose of the share issue (intended use of the funds raised)**

Funds raised from the issue of new shares (after paying expenses of the issue) will be applied towards the costs of advancement of development of the Company's Paulsens East Iron Ore Project (Western Australia) and Apurimac Iron Ore Project (Peru) and for general working capital purposes.

## Shareholder Approval

If shareholders approve Resolution 1, the Company will have the capacity to issue up to 60 million new shares (in one or more tranches) to wholesale (ie. sophisticated or professional) investors (subject to the Minimum Price) during the 3 month period after the General Meeting. Any share issue (and the issue price related thereto) will be determined by the Directors at their absolute discretion at the relevant time (subject to the terms and conditions of shareholder approval of Resolution 1 set out in this Explanatory Statement).

If shareholders do not approve Resolution 1, the Company will have the capacity to issue new shares under its 15% Placement Capacity and 10% Placement Facility but will generally not have any capacity to issue additional new shares without prior shareholder approval (other than as permitted in the prescribed Listing Rule 7.2 exceptions to Listing Rule 7.1).

## Directors' Recommendation

The Directors believe that allowing the Company the flexibility and timeliness to issue up to 60 million shares during the 3 month period after this General Meeting, without using up the Company's 15% Placement Capacity or without seeking prior shareholder approval, is in the best interests of the Company and unanimously recommend that **shareholders vote in favour of Resolution 1**.

The Chairman of the General Meeting will call a Poll on voting on Resolution 1.

## Voting Exclusion

In accordance with ASX Listing Rules 7.3 and 14.11, a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

At the date of this Notice of Meeting and Explanatory Statement, the Company has not approached any existing shareholder or an identifiable class of existing shareholders to participate in the proposed issue.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rule 7.1) for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the proposed issue the subject of Resolution 1), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing shareholder's votes will therefore be excluded under the voting exclusion statement for Resolution 1.

# TIME AND PLACE OF MEETING AND HOW TO VOTE

## Venue

The General Meeting of the shareholders of Strike Resources Limited will be held at:

Strike Resources Limited Level 2, 31 Ventnor Avenue West Perth, Western Australia	commencing	3:00 pm (Perth time) Wednesday, 18 August 2021
---	------------	---

## Voting Rights (subject to the voting exclusions noted in the Notice of General Meeting)





- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him or her.

## Voting in Person

To vote in person, attend the General Meeting on the date and at the venue set out above.

## Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of General Meeting as soon as possible and return it to the Company, either:

-  **Online** - <https://www.advancedshare.com.au/Investor-Login> : Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form
-  **By Facsimile:** (08) 6370 4203 (Advanced Share Registry)
-  **By Mail:** Advanced Share Registry, PO Box 1156, Nedlands WA 6909, or
-  **By Hand Delivery:** Advanced Share Registry at either:
  - Perth Office: 110 Stirling Highway, Nedlands, Western Australia; or
  - Sydney Office: Suite 8H, 325 Pitt Street, Sydney, New South Wales,

so that it is received **not later than 3:00 pm (Perth time) on Monday, 16 August 2021**.

Proxies received after that time will not be effective.

## Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the General Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.

## Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the Share Registry's addresses listed above for the receipt of proxy appointments at least 48 hours before the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

## Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations*, the Company has determined that for the purposes of the General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at midnight (Perth time) on 16 August 2021 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting. Subject to the voting exclusions noted earlier in the Notice of General Meeting, each shareholder present has one vote on a show of hands, and one vote for every fully paid ordinary share held on a poll.

# PROXY FORM General Meeting

**Strike Resources Limited A.B.N. 94 088 488 724**

Web: [www.strikeresources.com.au](http://www.strikeresources.com.au)  
Telephone: (08) 9214 9700 Email: [cosec@strikeresources.com.au](mailto:cosec@strikeresources.com.au)

**LODGE YOUR VOTE – PLEASE RETURN FORM**

Online: <https://www.advancedshare.com.au/investors/>

By Mail: Advanced Share Registry,  
PO Box 1156, Nedlands WA 6909

By Facsimile: (08) 6370 4203

SHARE REGISTRY ENQUIRIES: 1300 113 258 or (08) 9389 8033 or (02) 8096 3502 or [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

Our Reference: SRK / }

Shareholding as at 13 July 2021: }

Current Election to Receive Hard Copy Annual Report: }

Current Election to Receive Notice of Meeting: }

}

A copy of the Notice of General Meeting and Explanatory Statement may be downloaded from the Company's website: <http://strikeresources.com.au> or via the Advanced Share Registry Investor Portal: <https://www.advancedshare.com.au/Investor-Login> or emailed upon request to [cosec@strikeresources.com.au](mailto:cosec@strikeresources.com.au) (see Note 1 overleaf)

## A. Appointment of Proxy

I/we being a shareholder/s of Strike Resources Limited and entitled to attend and vote hereby appoint

The Chair of  
the Meeting

OR

--

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Strike Resources Limited to be held at **3:00 pm (Perth time) on Wednesday, 18 August 2021 at Strike Resources Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia**, and at any adjournment of such General Meeting.

### IMPORTANT:

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against the resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolution by marking the appropriate Voting Direction box in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "FOR" Resolution 1 as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

If you mark the ABSTAIN box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll on that resolution.

## B. Voting Directions to Your Proxy – please mark to indicate your direction

### RESOLUTION

FOR

AGAINST

ABSTAIN

1. Approval to Issue 60 Million New Shares

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_%

\* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

## C. Change of Address and **Annual Report & Notice of Meeting Communication Preferences**

Mark  if you want to make any changes to your address details (see Note 2 overleaf)

Mark  if you wish to receive a printed Annual Report by post (see Note 3 overleaf)

Mark  if you wish to receive your Notice of Meetings & Annual Reports by Email and specify your Email below

## NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

## D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

--

Sole Director and Sole Company Secretary or  
Power of Attorney or Executor

Joint Shareholder 2

--

Director

Joint Shareholder 3

--

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)


-----  
Contact Name

-----  
Contact Daytime Telephone

-----  
Date

Email: -----

}

1. **Accessing Notice of General Meeting and Explanatory Statement:** A copy of the Notice of General Meeting and Explanatory Statement can be accessed via the Advanced Share Registry Investor Portal (where you can also vote online) (<https://www.advancedshare.com.au/Investor-Login>), the Company's website (<http://strikeresources.com.au/>) or posted/emailed to you upon request ([cosec@strikeresources.com.au](mailto:cosec@strikeresources.com.au) or (08) 9214 9700).
2. **Change of Address:** Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the proxy form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
3. **Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
  - (a) make a written request for a hard copy annual report to be mailed to you; or
  - (b) make a written request for an electronic copy of the annual report to be emailed to you.If you wish to update your annual report election, please complete **Section C** of the Proxy Form.
4. You may direct your proxy how to vote by marking one of the voting direction boxes opposition the resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
5. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
6. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
7. A proxy need not be a shareholder of the Company.
8. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
9. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
10. **Signing Instructions :** You must sign this form as follows in the spaces provided at **Section D**:
  - Individual:** Where the holding is in one name, the shareholder must sign.
  - Joint Holding:** Where the holding is in more than one name, all of the shareholders must sign.
  - Companies:** This form must be signed in accordance with the Corporations Act, either as:
    - (a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);
    - (b) two Directors; or
    - (c) a Director or a Company Secretary.Please also sign in the appropriate place to indicate the office held.
  - Power of Attorney:** If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. The original Power of Attorney (or a certified copy) must accompany the Proxy Form or must be received by the Company at its registered office or one of the Share Registry's addresses listed below for the receipt of proxy appointments at least 48 hours before the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.
  - Deceased Estates:** All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
11.  **Online Voting - <https://www.advancedshare.com.au/Investor-Login> :** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
12. **Lodgement of Proxy Form**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address/fax number below **not later than 3:00 pm (Perth time) on Monday, 16 August 2021** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy Forms may be lodged** by posting, delivery or facsimile to the Company's Share Registry below:

 **By Mail**

Advanced Share Registry  
PO Box 1156  
Nedlands WA 6909



**By Hand Delivery**

Advanced Share Registry  
110 Stirling Highway Nedlands  
Western Australia



**By Facsimile**

Advanced Share Registry  
(08) 6370 4203

or  
Suite 8H, 325 Pitt Street  
Sydney  
New South Wales

Proxy Forms received by Email will be disregarded by the Company.